

September 30, 2019

<b>BSE Limited</b> Department of Corporate Services Listing Department P J Towers Dalal Street Mumbai – 400001 <i>Scrip Code: 535648</i>	<b>National Stock Exchange of India Limited</b> Listing Department Exchange Plaza Plot no. C/1, G Block Bandra Kurla Complex, Bandra (East), Mumbai – 400051 <i>Scrip Symbol: JUSTDIAL</i>	<b>Metropolitan Stock Exchange of India Limited</b> 4 <sup>th</sup> Floor, Vibgyor Towers, Plot No. C 62, G Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (East), Mumbai – 400098 <i>Scrip Symbol: JUSTDIAL</i>
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Dear Sir/Madam,

**Subject: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”)**

With reference to captioned subject, we hereby inform that the Members of the Company in their 25<sup>th</sup> Annual General Meeting held on Monday, September 30, 2019 has considered and approved the following appointment/re-appointment of Directors and Statutory Auditors:

1. Re-appointment of Mr. Pulak Chandan Prasad (DIN:00003557), as a Director, liable to retire by rotation.
2. Appointment of M/s. Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as Statutory Auditors of the Company in the place of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, retiring Statutory Auditors and to fix their remuneration.
3. Re-appointment of Mr. Ramani Iyer (DIN:00033559) as a Whole-time Director of the Company.
4. Appointment of Ms. Bhavna Thakur (DIN:07068339) as an Independent Director of the Company.
5. Re-appointment of Mr. B. Anand (DIN:02792009) as an Independent Director of the Company.

**Just Dial Limited**

CIN NO: L74140MH1993PLC150054

Registered &amp; Corporate Office : Palm Court Building M, 501/B, 5th Floor, New Link Road, Besides Goregaon Sports Complex, Malad West, Mumbai - 400064

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6. Re-appointment of Mr. Malcolm Monteiro (DIN:00089757) as an Independent Director of the Company.
7. Re-appointment of Mr. Sanjay Bahadur (DIN:00032590) as an Independent Director of the Company.

The details required under Regulation 30 of the SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR / CFD / CMD / 4 / 2015, dated September 09, 2015, pertaining to aforesaid appointment/re-appointments are enclosed from **Annexure 1 to Annexure 7**.

We request you to take the same on record.

Thanking You,

Yours faithfully,

**For Just Dial Limited**

*Manan Udani*

**Manan Udani  
Company Secretary**



**Encl: As above**

Details required under Regulation 30 of SEBI (LODR) Regulations, 2015 read along with SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015

**Annexure 1**

Sl. No.	Particulars	Mr. Pulak Chandan Prasad
1.	Reason for change viz. appointment, resignation, removal, death or otherwise	<i>Re-appointment as a Director liable to retire by rotation</i>
2.	Date of appointment/ cessation and term of appointment	<i>Director liable to retire by rotation</i>
3.	Brief Profile (in case of appointment)	<i>Pulak Prasad is a Non-Independent, Non-Executive Director of the Company. He was appointed as an Additional Director of the Company on October 26, 2016. He holds engineering degree from IIT Delhi. He has approximately 24 years of experience in the fields of management consulting and investing. He is currently Managing Director of Nalanda Capital. He has previously worked with Warburg Pincus, McKinsey, and Unilever.</i>
4.	Disclosure of Relationships between Directors (in case of appointment of Director)	<i>Not related to any Director(s)</i>

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Annexure 2

Sl. No.	Particulars	Mr. Ramani Iyer
1.	Reason for change viz. appointment, resignation, removal, death or otherwise	<i>Re-appointment as a Whole-time Director</i>
2.	Date of appointment/ cessation and term of appointment	Re-appointment commencing from August 1, 2019 to July 31, 2024 for a period of 5 years.
3.	Brief Profile (in case of appointment)	<i>Mr. Ramani Iyer is a Non-Independent, Whole-time Director of the Company. He was appointed as a Director of the Company on October 28, 2005. He has been associated with the Company since its incorporation and has approximately 26 years of experience, working with the Company in the field of strategic planning and execution. He is a co-founder of the Company and has played a key role with responsibilities including business development, business expansion, operations, strategic planning and execution.</i>
4.	Disclosure of Relationships between Directors (in case of appointment of Director)	<i>Mr. V. S. S Mani and Mr. V. Krishnan are the brothers of Mr. Ramani Iyer and Mrs. Anita Mani is wife of Mr. V. S. S Mani.</i>

*M. Iyer*



Annexure 3

Sl. No.	Particulars	Mr. B. Anand
1.	Reason for change viz. appointment, resignation, removal, death or otherwise	<i>Re-appointment as an Independent Director</i>
2.	Date of appointment/ cessation and term of appointment	<i>Re-appointment commencing from October 1, 2019 to September 30, 2024 for a period of 5 consecutive years.</i>
3.	Brief Profile (in case of appointment)	<i>Mr. B. Anand is the Chairman and an Independent Non-Executive Director of the Company. He was appointed as an Independent Director of the Company on August 02, 2011. He has approximately 32 years of experience in the fields of corporate finance, strategy and investment banking. He is currently the Chief Executive Officer of Nayara Energy Limited. He has previously worked with Trafigura India Private Limited, Future Group, Vedanta Resources plc, Motorola India Private Limited, Credit Lyonnais Bank SA, HSBC Bank plc, Infrastructure Leasing and Financial Services Limited and Citibank, N.A.</i>
4.	Disclosure of Relationships between Directors (in case of appointment of Director)	<i>Not related to any Director (s)</i>

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**Annexure 4**

Sl. No.	Particulars	Mr. Sanjay Bahadur
1.	Reason for change viz. appointment, resignation, removal, death or otherwise	<i>Re-appointment as an Independent Director</i>
2.	Date of appointment/ cessation and term of appointment	<i>Re-appointment commencing from October 1, 2019 to September 30, 2024 for a period of 5 consecutive years.</i>
3.	Brief Profile (in case of appointment)	<i>Area Mr. Sanjay Bahadur is an Independent, Non-Executive Director of the Company. He was appointed as an Independent Director of the Company on August 02, 2011. He has over three decades of experience in the field of construction. He is presently the Chief Executive Officer of Pidilite Industries Limited for its Global Constructions and Chemicals division. He has previously worked with Larsen &amp; Toubro Limited, Aeons Construction Products Limited, Unitech Prefab Limited and ACC Concrete Limited.</i>
4.	Disclosure of Relationships between Directors (in case of appointment of Director)	<i>Not related to any Director (s)</i>






**Annexure 5**

Sl. No.	Particulars	Mr. Malcolm Monteiro
1.	Reason for change viz. appointment, resignation, removal, death or otherwise	<i>Re-appointment as an Independent Director</i>
2.	Date of appointment/ cessation and term of appointment	<i>Re-appointment commencing from October 1, 2019 to September 30, 2024 for a period of 5 consecutive years.</i>
3.	Brief Profile (in case of appointment)	<i>Mr. Malcolm Monteiro an Independent, Non-Executive Director of the Company. He was appointed as an Independent Director of the Company on August 02, 2011. He is the Chief Executive Officer - India DHL e-Commerce. He is also a Director on the Board of Blue Dart Express Limited and has good experience in the fields of business management.</i>
4.	Disclosure of Relationships between Directors (in case of appointment of Director)	<i>Not related to any Director (s)</i>

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**Annexure 6**

<b>Sl. No.</b>	<b>Particulars</b>	<b>Ms. Bhavna Thakur</b>
1.	Reason for change viz. appointment, resignation, removal, death or otherwise	<i>Appointment as an Independent Woman Director</i>
2.	Date of appointment/ cessation and term of appointment	<i>Commencing from April 1, 2019 to March 31, 2024 for a period of 5 consecutive years.</i>
3.	Brief Profile (in case of appointment)	<i>Ms. Bhavna Thakur is Head of Capital Markets at Everstone. Everstone is an India and South East Asia focused Private Equity and Real Estate Investor, Headquartered in Singapore, Everstone had 165 employees across 5 offices (Singapore, Mumbai, Delhi, Bengaluru and Mauritius) and manages over USD 5 billion, She has over 21 years of corporate finance, investment banking, M&amp;A and capital markets experience. Previously, she worked with Citigroup, Morgan Stanley in Mumbai and Paul Weiss, Wharton Garrison LLP and Davis Polk and Wardwell LLP in London and New York, respectively.</i>
4.	Disclosure of Relationships between Directors (in case of appointment of Director)	<i>Not related to any Director (s)</i>

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**Annexure 7**

Sl. No.	Particulars	M/s. Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018)
1.	Reason for change viz. appointment, resignation, removal, death or otherwise	<i>Pursuant to section 139 of the Companies Act, 2013, term of existing Statutory Auditor, M/s. S. R. Batliboi &amp; Associates LLP, Chartered Accountants expired in 25<sup>th</sup> Annual General Meeting and the Company is required to appoint new Statutory Auditors of the Company in their place.</i>
2.	Date of appointment/ cessation and term of appointment	Appointed as Statutory Auditors for a term of 5 (five) consecutive years from the ensuing 25 <sup>th</sup> Annual General Meeting till the conclusion of 30 <sup>th</sup> Annual General Meeting
3.	Brief Profile (in case of appointment)	Deloitte Haskins and Sells LLP is a leading audit firm in India with over 2,500 employees, 80 partners and 79 directors. As a firm, Deloitte India (all functions including audit, tax, financial advisory and consulting) has over 10,000 professionals, 403 partners and 500 directors. In Mumbai, Deloitte India has over 170 partners, 220 directors and over 4,400 professionals. In Mumbai audit function itself, Deloitte has 36 partners, 44 directors and more than 1,000 professionals.

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		<p>Deloitte India has nearly 125 years history in India. Deloitte India has offices in 14 cities across India. Deloitte Haskins &amp; Sells LLP ('DHS LLP' or 'the firm') is a member of Deloitte Haskins &amp; Sells &amp; Affiliates being the Network of Firms registered with the ICAI. DHS LLP is also a member firm of Deloitte. DHS LLP and its affiliate firms in India (collectively referred to as 'Deloitte India') leverage global tools, technology, and best practices of Deloitte.</p> <p>The Deloitte India Audit and Assurance practice provides professional services to some of the largest and most reputed companies across various sectors. Current audit client portfolio includes ACC, ITC, Infosys. Wipro, Larsen &amp; Toubro, Piramal Enterprises, IDFC Bank, Airtel, Asian Paints etc.</p>
4.	Disclosure of Relationships between Directors (in case of appointment of Director)	<i>Not Applicable</i>

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